

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Priceline.com Incorporated		09/25/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, National Association, as Administrative Agent		
Street Address:	10 South Dearborn Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 21			
Property Type	Number	Word Mark	
Registration Number:	1861536	1-800-FLY-CHEAP	
Registration Number:	3246934	GREAT TRAVEL DEALS DELIVERED FRESH EVERY DAY	
Registration Number:	3243818	FLEXREZ	
Registration Number:	2644739	NAME YOUR OWN PRICE	
Registration Number:	2465485	800-FLYCHEAP	
Registration Number:	2481752	PRICELINE.COM	
Registration Number:	2481751	PRICELINEMORTGAGE	
Registration Number:	2481750	PRICELINE	
Registration Number:	2641549	FLY SMART FLY CHEAP!	
Registration Number:	2596656	TAKE CONTROL OF YOUR TRAVEL FLY SMART FLY CHEAP!	
Registration Number:	2572639	FLYCHEAP.COM	
Registration Number:	2647673	NAME YOUR OWN PRICE	
Registration Number:	2594592	PRICELINE.COM	
Registration Number:	2594582	PRICELINE	

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**TRADEMARK**  
**REEL: 003628 FRAME: 0786**

Registration Number:	2481112	PRICELINE.COM
Registration Number:	2272659	PRICELINE
Serial Number:	78850270	GREAT TRAVEL DEALS DELIVERED FRESH EVERY DAY PRICEBREAKERS
Serial Number:	78772270	TRIPFILTER
Serial Number:	78742940	PRICELINE EUROPE
Serial Number:	78723279	MORE WAYS TO SAVE
Serial Number:	77080682	NO ONE DEALS LIKE WE DO

#### CORRESPONDENCE DATA

Fax Number: (214)981-3400

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 214-981-3483

Email: dclark@sidley.com

Correspondent Name: Dusan Clark, Esq.

Address Line 1: Sidley Austin LLP

Address Line 2: 717 N. Harwood St., Suite 3400

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	36084-36080
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	09/26/2007

#### Total Attachments: 4

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**CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "Confirmatory Grant") is made effective as of September 25, 2007 by and from PRICELINE.COM INCORPORATED, a Delaware corporation (the "Grantor"), to and in favor of JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, (the "Grantee") for itself and as Administrative Agent for the Lenders (as defined in the Credit Agreement referenced below).

WHEREAS, priceline.com Incorporated (the "Borrower") (together with the Lenders) and Grantee have entered into a Credit Agreement dated September 25, 2007 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, the Grantor, along with certain other Subsidiaries of the Borrower, has guaranteed the repayment of the Secured Obligations pursuant to a Guaranty dated September 25, 2007 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Guaranty").

WHEREAS, the Borrower, the Grantor and certain Subsidiaries of the Borrower have entered into a Pledge and Security Agreement dated September 25, 2007 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

WHEREAS, the Grantor owns the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of (i) all the Secured Obligations and (ii) all of the obligations and liabilities of the Subsidiary Guarantors under the Guaranty. Upon the payment in full of all Secured Obligations (other than contingent indemnification obligations), Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

(b) The Grantor hereby grants to Grantee a security interest in (1) all of Grantor's right, title and interest in and to the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds of the Trademarks, (3) the goodwill associated with such Trademarks and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same.

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest effective as of the date first written above.

PRICELINE.COM INCORPORATED

By: 

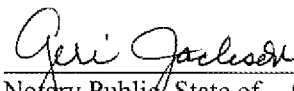
Name: Robert J. Mylod Jr.

Title: Chief Financial Officer

STATE OF CONNECTICUT )  
FAIRFIELD COUNTY )

On September 25, 2007, before me, GERI JACKSON, Notary Public, personally appeared Robert J. Mylod Jr., personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

(SEAL)

  
Notary Public, State of CT  
My Commission Expires: 11/30/2011

Signature Page for Grant of  
Security Interest in United States Trademarks

TRADEMARK  
REEL: 003628 FRAME: 0789

CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS  
Exhibit A - SCHEDULE OF TRADEMARKS

NO.	MARK	SERIAL NO.	DATE FILED	REG. NO.	DATE REG.	ORIGINAL APPLICANT/ CURRENT OWNER	STATUS
1.	1-800-FLY-CHEAP	74393969	5/24/1993	1861536	11/1/1994	PRICELINE.COM INCORPORATED	RENEWED 11/1/2004 REGISTERED
2.	GREAT TRAVEL DEALS DELIVERED FRESH EVERY DAY <i>Block Letters</i>	78865480	4/20/2006	3246934	5/29/2007	PRICELINE.COM INCORPORATED	REGISTERED
	GREAT TRAVEL DEALS DELIVERED FRESH EVERY DAY						
3.	FLEXREZ <i>Stylized Letters</i>	78743779	10/31/2005	3243818	5/22/2007	PRICELINE.COM INCORPORATED	REGISTERED
	<b>FlexRez</b>						
4.	NAME YOUR OWN PRICE	76061138	6/1/2000	2644739	10/29/2002	PRICELINE.COM INCORPORATED	REGISTERED
5.	800-FLYCHEAP	76017435	4/4/2000	2465485	7/3/2001	PRICELINE.COM INCORPORATED	REGISTERED
6.	PRICELINE.COM	75899889	1/21/2000	2481752	8/28/2001	PRICELINE.COM INCORPORATED	REGISTERED
7.	PRICELINEMORTGAGE	75899888	1/21/2000	2481751	8/28/2001	PRICELINE.COM INCORPORATED	REGISTERED
8.	PRICELINE	75899761	1/21/2000	2481750	8/28/2001	PRICELINE.COM INCORPORATED	REGISTERED
9.	FLY SMART FLY CHEAP	75852515	11/12/1999	2641549	10/29/2002	PRICELINE.COM INCORPORATED	REGISTERED
10.	TAKE CONTROL OF YOUR TRAVEL FLY SMART FLY CHEAP	75834054	10/28/1999	2596656	7/23/2002	PRICELINE.COM INCORPORATED	REGISTERED
11.	FLYCHEAP.COM	75833683	10/28/1999	2572639	5/28/2002	PRICELINE.COM INCORPORATED	REGISTERED
12.	NAME YOUR OWN PRICE	75610935	12/23/1998	2647673	11/12/2002	PRICELINE.COM INCORPORATED	REGISTERED
13.	PRICELINE.COM	75516307	7/9/1998	2594592	7/16/2002	PRICELINE.COM INCORPORATED	REGISTERED
14.	PRICELINE	75506449	6/22/1998	2594582	7/16/2002	PRICELINE.COM INCORPORATED	REGISTERED
15.	PRICELINE.COM	75371458	10/10/1997	2481112	8/28/2001	PRICELINE.COM INCORPORATED	REGISTERED
16.	PRICELINE	75218912	12/27/1996	2272659	8/24/1999	PRICELINE.COM INCORPORATED	REGISTERED
17.	GREAT TRAVEL DEALS DELIVERED FRESH EVERY DAY PRICEBREAKERS <i>and Design</i>	78850270	3/30/2006			PRICELINE.COM INCORPORATED	PENDING
	<b>PRICEBREAKERS</b>						
18.	TRIPFILTER <i>Stylized Letters</i>	78772270	12/13/2005			PRICELINE.COM INCORPORATED	PENDING
	<b>TripFilter</b>						
19.	PRICELINE EUROPE <i>Block Letters</i>	78742940	10/28/2005			PRICELINE.COM INCORPORATED	PENDING
	PRICELINE EUROPE						
20.	MORE WAYS TO SAVE <i>Block Letters</i>	78723279	9/29/2005			PRICELINE.COM INCORPORATED	PENDING
	MORE WAYS TO SAVE						
21.	NO ONE DEALS LIKE WE DO <i>Block Letters</i>	77080682	1/11/2007			PRICELINE.COM INCORPORATED	PENDING

*Exhibit A*

**TRADEMARK  
REEL: 003628 FRAME: 0790**

NO.	MARK	SERIAL NO.	DATE FILED	REG. NO.	DATE REG.	ORIGINAL APPLICANT/ CURRENT OWNER	STATUS
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NO ONE DEALS LIKE WE DO

*Exhibit A*

**RECORDED: 09/26/2007**

**TRADEMARK  
REEL: 003628 FRAME: 0791**